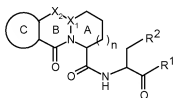


Amendments to the Claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims

Claim 1. (Previously presented) A compound of formula I:



I

or a pharmaceutically acceptable salt thereof, wherein:

R¹ is hydrogen, CHN₂, R, or -CH₂Y;

R is an aliphatic group, an aryl group, an aralkyl group, a heterocyclic group, or a heterocyclalkyl group;

Y is an electronegative leaving group;

R² is CO₂H, CH₂CO₂H, or esters, amides or isosteres of CO₂H or CH₂CO₂H, thereof;

X₂-X₁ is N(R³)-C(R³) or N=C;

each R³ is independently selected from hydrogen or C₁₋₆ aliphatic,

Ring C is a fused aryl ring, provided that the fused aryl ring has an unsubstituted carbon atom at the position adjacent to the -C(O)-N(-) group in ring B that is adjacent to the side chain comprising R¹;

n is 0, 1 or 2; and

each methylene carbon in Ring A is optionally and independently substituted by =O, or by one or more halogen, C₁₋₄ alkyl, or C₁₋₄ alkoxy.

Claim 2. (Previously presented) The compound of claim 1 having one or more of the following groups:

- (a) R¹ is -CH₂Y wherein Y is a halogen, OR, SR, or -OC=O(R), wherein R is an aryl group or heterocyclic group;
- (b) R² is CO₂H or esters, amides or isosteres of CO₂H thereof;

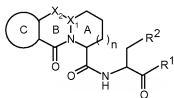
- (c) X_2-X_1 is $N=C$;
- (d) Ring C is a fused five-membered aromatic ring having zero to two heteroatoms; and
- (e) n is 0 or 1.

Claim 3. (Previously presented) The compound of claim 2 wherein:

- (a) R^1 is $-CH_2Y$ wherein Y is a halogen, OR, SR, or $-OC=O(R)$, wherein R is an aryl group or heterocyclic group;
- (b) R^2 is CO_2H or esters, amides or isosteres of CO_2H thereof;
- (c) X_2-X_1 is $N=C$;
- (d) Ring C is a fused six-membered aromatic ring having zero to two heteroatoms; and
- (e) n is 0 or 1.

Claim 4. (Previously presented) The compound of claim 3 wherein R^1 is $-CH_2Y$ wherein Y is F; R^2 is CO_2H or an ester or amide thereof; X_2-X_1 is $N=C$; Ring C is benzene ring; and n is 0 or 1.

Claim 5. (Previously presented) The compound of claim 1, said compound selected from the compounds:



Example	R^1	R^2	Ring C	n	X_1	X_2
1	CH_2F	CO_2H	Benzo	0	C	N
2	CH_2F	CO_2H	Benzo	1	C	N
3	CH_2F	CO_2H	Benzo	0	C	C-H
4	CH_2F	CO_2H	Benzo	1	C	C-H
5	CH_2F	CO_2H	Benzo	1	N	C=O
6	CH_2F	CO_2H	Pyrazino	1	N	C=O

Claim 6. (Currently amended) A pharmaceutical composition comprising a compound as claimed in any one of claims 1-5 and a pharmaceutically acceptable carrier.

Claims 7-8. (Canceled)

Claim 9. (Currently amended) A method for treating a disease or condition selected from osteoarthritis, rheumatoid arthritis, cell preservation, or organ preservation comprising administering to a mammal in need of such a treatment a therapeutically effective amount of a compound as claimed in any one of claims 1-5.

Claim 10. (Canceled)

Claim 11. (Currently amended) A method of preserving cells, said method comprising the step of bathing the cells in a solution of a compound as claimed in any one of claims 1-5.

Claim 12. (Currently amended) A method of preserving an organ for organ transplant or for preserving a blood product, comprising the step of bathing the organ or blood product in a solution of a compound as claimed in any one of claims 1-5.

Claims 13-14. (Canceled)